



*Consejo de Armonización de Normas Electrotécnicas de las Naciones de las Américas
Council for Harmonization of Electrotechnical Standards of the Nations of the Americas*

March 9, 2018

CANENA EXECUTIVE COMMITTEE MEETING MINUTES

MEETING: CANENA ExCo

PLACE OF MEETING: **InterContinental Chicago Hotel**
Chicago, Illinois (USA)

DATE: **Tuesday, February 20, 2018**

VOTING MEMBERS PRESENT:

Yarza, JulianHubbell de México—Council President
Letea, LeonardCSA—Treasurer
Benjamin, Guy.....Thomas & Betts—VP Canada
Rosales, JuanMabe México—VP México
Steinman, GregThomas & Betts— VP USA
Harris, DonaldNorthern Cables—Member-at-Large Canada
Ricárdez Barberá, JesúsNacional de Conductores—Member-at-Large Mexico
Ulemek, SvetlanaBURNDY LLC—Member-at-Large USA
Mercier, DaveSouthwire—Past President Canada

VOTING MEMBERS ABSENT:

None.

NON-VOTING MEMBERS PRESENT:

Davis, ValaraUL—Audit Committee Chair
Hernandez, Luis IvanANCE—SDO Representative
Iafano, MariaUL—SDO Representative
McIntyre, RobEFC—Registrar
Nava Uribe, RafaelAmbassador-at-Large
Rood, SteveLegrand/Pass & Seymour—Marketing & Comm. Chair
Solis, JoelNEMA—Secretary General
Wilson, MichaelCSA—SDO Representative (Operations Chair)

PRESIDING OFFICER:.....Julian Yarza

1.0 ADMINISTRATION

1.1 Welcome Members and Guest

Council President Julian Yarza called the meeting to order at approximately 9:00 AM. Members and guest introduced themselves.

1.2 Quorum Determination

The committee consists of nine (9) voting members, requiring at least five (5) members to be present in order to constitute a quorum to conduct business. Of the nine (9) voting members, nine (9) were present constituting a quorum to conduct business.

1.3 Review of Antitrust & Meeting Guidelines

General Secretary Joel Solis provided a brief overview of the antitrust and meeting guidelines.

1.4 Agenda Review and Approval

ACTION: To review and approve the agenda.

Discussion: It was agreed to amend the agenda as distributed to discuss meeting with USNC leadership under other business and a discussion of merchant fees under the Treasurer report.

1.5 Approval of Minutes

The Secretary reported that the draft minutes from the November 1, 2017 ExCo meeting was circulated to members on November 16, 2017 for review and comments by November 24, 2017. Having not received any comments, ExCo voting members were then asked to approve the minutes by letter ballot with approval is to be decided by a simple majority of the voting members. A ballot was issued on December 12, 2017, with a close date of December 19, 2017. Of the eight (8) eligible voters, six (6) cast their vote to approve without comment before the deadline.



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ExCo MtgMin(2017No

1.6 ExCo Timeline Review

ACTION: To review the ExCo Timeline and revise as necessary.



CANENA ExCo
Timelines(2017-18).d

The Secretary General provided the following overview of the ExCo Timeline for Jan-Feb.

1. CANENA Connects (1st issue). The Secretary noted that the Marketing & Communications Committee has provided content to NEMA's Communication Department. A draft for review by the ExCo members should be provided shortly.
2. e-blast. The Secretary noted that NEMA's Communication has published a total of 6 e-blast to promote the 2018 AGM. In addition, the AGM was advertised on NEMA's website as well as by EFC's weekly newsletter. Regarding the assistance by CANAME to promote the 2019 AGM, Juan Rosales agreed to discuss the matter with them.
3. National CANENA Caucus Meeting. Mexico reported holding several caucus meetings in preparation for the AGM. Canada reported holding two caucus meetings and provided meeting. The US reported that it had canceled holding a caucus meeting.
4. Finance Committee Meeting. The Secretary reported that the Finance Committee held a meeting to approve the 2017 finances and that a report of the outcome would be provided under Section 3.0, Treasurer's Report.
5. CANENA Membership Roster. The Secretary reported that a revised roster was to be prepared by the Registrar and posted to the CANENA website on 31 January. While an updated roster has not been posted, the Secretary asked that the 2017 roster remain in place until March 31, 2018 in order to fulfill the commitment made during the 2017 membership renewal campaign. After a brief discussion, it was asked for the Registrar to post an updated roster on April 1, 2018 and then being posting periodic updates.
6. ExCo February Meeting. The Secretary reported that the meeting agenda for today's meeting of the ExCo had been circulated to members on February 1, 2018.
7. Award Recipients. The Secretary reported that given a strong marketing effort in 2017 to seek award nominations, none have been received. He noted that a review of the program needs to be conducted to suggest improvements.
8. Annual General Meeting. The Secretary reported that the Planning Committee, Chaired by Valara Davis, is to be commended for the work and numerous meetings held to prepare for the 2018 AGM. He then noted that the 2018 Council Agenda had been incorporated into the AGM Program and posted onto the CANENA meeting page, making it available to Council members. Chair Davis reported that she has reviewed and approved all the speaker presentations.
9. 2018 Council Meeting. The Secretary reported that the Council Meeting is scheduled to occur on February 22, 2018. During discussion, it was agreed to amend the agenda to include an update of the ongoing status of the Strategic Plan.

1.7 IRS Update

The Secretary reported that the request to open a US bank account for CANENA required obtaining an employer identification number (EIN). An EIN is needed to identify CANENA as a business account for filing tax returns and associated reporting. An EIN was obtained on April 10, 2017. In obtaining an EIN, it raised the question of whether CANENA continues to hold tax-exempt status and whether it needs to file a Form 1024, *Application for Recognition of Exemption under Section 501(a)*, and a Form 8718, *User Fee for Exempt Organization Determination Letter Request*. After conferring with NEMA's legal counsel, both forms were filled out and submitted to the IRS in late November 2017. At this time we have not received a response from the IRS regarding the filings.

2.0 ACTIONS FROM PRVIOUS MEETINGS

2.1 2018 EFC Support Services

Previously, EFC reported that the change to April 1 – March 31 fiscal period has impacted the time and effort provided by the Registrar to support CANENA. It was noted that Linda Chen is having to respond to an increase number of inquiries from CANENA membership, taking up 20% of her time. EFC asks to be compensated for that additional time and effort starting January 2018, proposing that it will require \$20,000.00 USD for Controller and Registrar services. The rationale for the increase is to compensate EFC for the services provided by Philip Lefrancq and Linda Chen. Rob McIntyre noted that the MOU between EFC and CANENA was for paying EFC \$8,000.00 USD for providing Controller services per year and did not include a fee for the Registrar. He then noted having received calls for manually processing membership payments and that charging \$20,000.00 USD for its services would be more representative of the services EFC provides. He then noted that historically, EFC and CANENA finances have been intermingled. And so if CANENA was to streamline its financials, EFC may be willing to propose a lower fee for its services. Mr. McIntyre noted that EFC is looking to recover \$20.00 an hour for its time and effort.

ACTION: For the Canadian Vice President and Member-at-Large to negotiate the proposed increase with EFC Leadership and report back its final offer to the committee.



Discussion: Canada Vice President, Guy Benjamin, held discussions with EFC, asking that EFC lower its proposal of \$20,000 USD for providing Registrar and Controller services in 2018. Rob McIntyre added that EFC did discuss the matter and decided to not modify the proposal, concluding that the \$20,000 was the right amount and is consistent with the cost it charges for the work it does for other organizations. During

discussion, Treasurer Letea expressed concern with the lack of specificity regarding the rationale presented for the increase, asking that it would require additional details and information in order to approve any amount over \$8,000. Understanding that the services provided by EFC are vital to its operations, CANENA would need to look at other options. It was agreed to ask ANCE to present a proposal to serve as registrar and controller.

ACTION: For Guy Benjamin to respond to EFC's proposal of \$20,000 for providing Registrar and Controller services in 2018 by requesting that it remain at \$8,000.00.

ACTION: To form a task group, consisting of Rafa Nava, Juan Rosales, Louis Ivan Hernandez, Rob McIntyre and Joel Solis, to work with ANCE/CANAME to develop a proposal for providing the Registrar and Controller services. The goal is to transfer the activity by the second half of the year, divesting it from EFC. The task group is to complete its task in four weeks.

2.2 Directors and Officers Liability Insurance

Previously, EFC has recommended that CANENA cover its Directors and Officers with liability insurance of up to \$3 million dollars. Such insurance is intended to limit personal risk. Given that the overall budget of CANENA is less than \$80,000, internal discussion at NEMA suggests that a \$100,000 policy with \$1 Million for trip and fall coverage to be more appropriate level for CANENA Directors and Officers. It was agreed to move forward with the proposal by looking to have a provider located in the US, to receive their advice on appropriate level of insurance and to request a quote for the insurance.

ACTION: For EFC to report on status of Director and Officer Liability Insurance by the next meeting or sooner.

Discussion: Rob McIntyre reported that with banking in the U.S., CANENA should look at obtaining quotes from three insurance brokers in the U.S.

ACTION: For the Secretary to provide the name of who NEMA uses to provide Director and Officer Liability Insurance.

Note: On 2/20, Clark Silcox (NEMA) provided Rob McIntyre contact information for William (Billy) Simons at Rust Insurance in DC. Wsimons@rustinsurance.com. Mr. McIntyre, having contacted Billy Simons, the following proposal was suggested:

- D&O Insurance to protect Directors & Officers of CANENA. (\$1,000)
- General Liability Insurance (Very Little Cost)
- Supplementary insurance - Foreign Package (Minimum \$2500).

The Secretary submitted an application to Rust Insurance on 3/7, including supporting documentation. The next step is for Rust Insurance to provide a proposal for D&O Insurance which will then be issued as a letter ballot to ExCo members.

2.3 Membership Request to THC/THSC Chairs & Secretaries

Previously, it was noted that a message should be sent to the Chairs and Secretaries asking that they check their rosters to ensure their members are in good standing. Mr. McIntyre agreed to send the message but would require having the list of the Chairs and Secretaries.

ACTION: For Mr. Rob McIntyre to pull the list of THC/THSC Chairs and Secretaries from the CANENA website and send them a request to provide updated rosters. An ad-hoc committee with Juan Rosales acting a Chair and consisting of Valara Davis, Maria lafano, and Rob McIntyre are to review the rosters to identify the members in good standing, any gaps and to report on its findings at the February 2018 ExCo meeting.

Discussion: Rob McIntyre reported that he would go to Linda Chen and Philip Lefrancq to obtain the list of committee members in good-standards and the list of Cvent membership renewals. Valara Davis volunteered to draft an email for the Secretary to circulate to the Secretaries for NEMA, AHRI and AHAM. All of the information will then be provided to ad-hoc committee so that they can conduct a complete review.

2.4 Cvent AGM and Membership Renewal Event

Previously, it was reported that the creation of an account separate from EFC would require recreating the existing registration events since they are not transferable between accounts. Given the proximity to the end of the year, members understood the necessity to have the Cvent site operational early December in order to foster membership renewals and AGM registration. There was uncertainty as to whether EFC could continue providing support for Cvent in the time requested. It was decided to table discussion until next Monday.

ACTION: For Rob McIntyre to correspond with the Secretary by next Monday on whether EFC can commitment of a December 1 timeline for making Cvent operational for AGM and annual members renewals. If EFC is unable to meet the timeline, that they would assist NEMA by providing the templates used in 2017.

Discussion: The Secretary reported that on behalf of the ExCo that he had opened a checking account with SunTrust. Working with Philip Lefrancq, a transfer of CANENA funds from EFC to the SunTrust account had been accomplished. The Secretary then opened a Cvent and merchant account. And finally, the Secretary created registration events in Cvent to facilitate AGM and membership renewal.

2.5 EFC Proposal to Revise the By-Laws

Previously, EFC reported on the need for a clear delineation between the Registrar and Controllershship/Accounting functions. Matters related to Finance and Accounting flow through the Treasurer and Audit Committee which is typical. Below is a copy of the proposed changes to the By-Laws. For clarity and good order it would be appropriate to update the MOU between EFC and CANENA. In terms of reconstructing the historical gap between By-Laws and the EFC – CANENA MOU it likely is more productive to update the MOU after the By-Laws are certified on 01 Nov ExCo meeting and move ahead.

4.3 Powers of the Executive Committee

- (NEW) Appoint a Controller to maintain the Council's accounting books, invoices and payments.

(NEW) 4.9 **Controller.** The Executive Committee, in accordance to 4.3, shall appoint an organization to serve as Controller. The Controller shall execute a memorandum of agreement with CANENA thereby agreeing to CANENA's terms and conditions. The Controller shall appoint a representative subject to the concurrence of the Executive Committee and shall provide other support necessary for the conduct of the duties of the Controller.

The duties of the Controller shall be determined by the CANENA Executive Committee and shall include the following:

1. The Controller maintains Council accounting books, issues invoices and receives payments based on invoices as authorized by the Treasurer or Secretary General.
2. The Controller coordinates and cooperates with the Treasurer and Finance Committee as directed.
3. The Controller provides quarterly reports on accounting and provides general guidance on financial matters as requested by the CANENA Executive Committee, at such times and in such form as the CANENA Executive Committee specifies. Those quarterly reports will include as a minimum the following items:
 - a. Balance sheet,
 - b. Statement of activities,
 - c. Cash disbursements journal, and
 - d. Bank reconciliation statement.

ACTION: To approved By-Laws Revision to Section 4.3 and New 4.9, Controller.

Discussion: A motion was made, seconded, and

VOTED: For the Secretary to issue a letter ballot to approve a revision to the by-laws to include a New 4.9, Controller.

Note: A letter ballot was issued on March 7, 2018 with a close date of March 23, 2018.

2.6 Clarify the Registrar Role

Previously, Rob McIntyre asked the committee to clarify the role of the Registrar. It was agreed to assign the Operations Committee to provide the Registrar an overview of the roles and responsibilities of the Registrar.

- a. Registers and maintains Council membership rolls and membership database and broader communication databases.
- b. Executes the annual dues collection campaign that is essential to member retention and receives dues payments.
- c. Executes Council communications broadcasts through electronic databases.
- d. With respect to membership rolls, maintains records of membership classification: individual (in good standing, dues exempt, company (Supporting and Regular), association and distinction of voting versus non-voting members including country representation.
- e. Provides and keeps up to date on the CANENA Website a list of members in good standing.
- f. Provides periodic reports on membership rolls and general guidance on registrar matters at CANENA ExCo and Council meetings and, at such times and in such form as the CANENA ExCo specifies.

Discussion: It was agreed to table further discussion.

2.7 CANENA By-Laws Revision

At the November 1, 2017 meeting of the Executive Committee, several proposed amendments to the by-laws were considered and approved for letter balloting to the CANENA Vice-Presidents. The rationale for each change was footnoted in the draft document which will not be included in the final publication. Approval requires a two-thirds affirmative vote of the Country Vice-presidents.

A ballot to amend the By-Laws was issued on 16 November 2017 with a close date of 24 November 2017. Of the three (3) CANENA Vice-Presidents, three voted to approve the revised bylaws without comment. Approval-Passed.

President and Secretary to certify the November 24, 2017 edition of the CANENA By-Laws.



CANENA_ByLaws
(2017Nov24).pdf

Discussion: The revised by-laws were certified by the President and Secretary General.

ACTION: For the Secretary General to update the CANENA website to reflect the November 24, 2017 edition of the CANENA by-laws.

Note: [CANENA Structure Management](#) page updated on 3/7/2018.

2.8 December ExCo Meeting Report

Previously, Guy Benjamin discussed scheduling an additional Executive Committee Meeting before the end of the year in order to complete the November 1, 2017 meeting agenda, specifically to review and update CANENA's Strategic Plan. Members volunteered to provide the Secretariat services in order to schedule the meeting.



Discussion: Vice President Guy Benjamin provided a status update of the CANENA's strategic plan. It was agreed for President Yarza to brief the update at the upcoming Council Meeting.

Note: President Yarza addressed Council members at the February 21, Council meeting, providing a status update of the strategic plan.

3.1 CANENA Treasurer's Report

Discussion: Treasurer Leonard Letea provided an overview of the 2016 & 2017 financial restatements. It was noted that the 2017 restatement failed to show Thomas & Betts 2017 membership payment for the category Company-Sustaining which was made on April 29 at a sum of \$3,400 CAD. Regarding Mexico, it was noted that ANCE collects membership fees on behalf of Mexican members. It was asked that for the 2017 financial reports to consolidate the income for individual memberships into a combine category that covers Canada, Mexico and the US. In addition, it was noted that ANCE and CANAME should be shown as Association Members. In addition, members instructed that the content and format of the 2016 report be reflected in the 2017 report. A motion was made by Jesus Ricárdez Barberá, seconded by Leonard Letea, and

VOTED: To approve the 2016 restatement; to approve the interim 2017 restatement with the understanding that the noted deficiencies to be corrected in the 2017 year-end statement; and to direct the Controller to revise the format of the 2017 financial report so that it closely matches the 2016 report and to make the changes as noted in the above discussion.



Discussion: It was noted that a function of the Annual Meeting is to increase the visibility of CANENA, regionally and globally. If CANENA was to do away with it, Communication Services would need to increase as well as up keep of the CANENA website in order to maintain good visibility. It was agreed to hold an Annual General Meeting (AGM) every other year, beginning in 2019. It was decided to hold the meeting in Mexico City. The rationale is that we should be able to focus on a renegotiated NAFTA, meet the new DGN's appointments which will turn over entirely as a result of the May Presidential elections and a strong desire to increase participation from Mexico and Latin American Countries. The program for the 2019 AGM is to be revamped to encourage greater participation. A survey of member is to be conducted in order to ascertain their goals and objectives. The survey should ask members what they want out of the AGM and see what will attract them to come. This would include allowing members and non-members to register based on a two-tier pricing structure. The 2019 Council meeting will be conducted by conference call the day after the AGM. The budget for the AGM is to be capped at \$25k. Addressing the CANENA budget, it was agreed to conduct a review of the fee structure for individuals and corporate members to determine if a fee increase is needed starting in 2019, with individual fees increasing to \$200. The goal is to not have a deficit in 2019. Regarding the use of Cvent for collection of membership renewals and AGM registration, it was agreed to pass through the transaction cost to members beginning in 2019 and to disclose those fees to the membership. Regarding attendance, look to encourage THC meetings be held 1-2 days before the AGM with the aim to get THC members more involved in the AGM. In order to be successful, it was thought that the ExCo needed to be more forceful in suggesting that those meetings occur and to look to the SDOs to push on their technical leads and industry to push on THC Chairs and Secretaries.

ACTION: To develop a task group to review 2018 membership dues and AGM registration fees in order to provide options to the ExCo that helps ensure the financial sustainability of CANENA in 2019. Members of the task group are President Julian Yarza to Chair, Treasurer Leonard Letea, SDO Representative Luis Ivan Hernandez and Secretary Joel Solis

ACTION: For CANENA's Communication & Marketing Committee to prepare a renegotiation position regarding the communications contract with NEMA for 2019. Need to be clear on what is being provided and reason for keeping it with NEMA and to look at obtaining quotes from alternative providers.

ACTION: For Treasurer Leonard Letea to report on the 2017 Financial closeout and the 2018 Budget at the upcoming Council Meeting.



3.2 Audit Committee Report

The Audit Committee to report on the 2017 financial year-end closeout for consideration and approval.

Discussion: Audit Committee Chair Valara Davis reported holding a meeting in January with the officers and that all comments have been resolved and the Treasurers report revised accordingly.

3.3 2019 CANENA Annual General Meeting

CANENA's single major expense is the funding of the Annual General Meeting. Given the 2018 CANENA's financials, a determination is needed on whether to hold a 2019 Annual General Meeting.

ACTION: Decision on whether to hold a 2019 CANENA AGM.

Discussion: It was agreed to hold a 2019 CANENA AGM during the week of February 25th in Mexico City and to appoint Maria Jimenez as Chair. Members of the Planning Committee are: Michael Wilson, Don Harris, Valara Davis, Joel Solis, Juan Rosales and Luis Ivan Hernandez.

ACTION: To form an ad-hoc group consisting of Luis Ivan Hernandez, Joel Solis, Michael Wilson, Maria Lafano, Steve Rood and Luis Ivan Hernandez to develop an post conference survey and to compile the results for consideration by the Planning Committee in developing a theme for the 2019 CANENA AGM. The Planning Committee is asked to obtain approval of the conference theme at the May ExCo meeting.

Note: On 3/9 scheduled a conference call with the ad-hoc group for 3/30 to finalize the post conference survey questions.

4.0 Registrar Report

ACTION: To receive the register report from the Registrar.

Discussion: Rob McIntyre reported that he would update the membership roster on the CANENA website on March 31st and then update on a quarterly basis.

5.0 2018 PLANNING COMMITTEE REPORT

Discussion: Planning Chair Valara Davis reported that the 2018 Annual Meeting resulted in a lower turn out than expected, with only 73% of the room block being occupied. The short fall will result in an additional meeting expense.

6.0 OPERATIONS COMMITTEE REPORT

Discussion: Operations Chair Michael Wilson reported that the SDOs are working to finalize the SDO procedures. Afterwards, the focus of the committee will be on providing Chairs and Secretaries training.

7.0 MARKETING COMMUNICATIONS COMMITTEE REPORT

Marketing Communications Chair Steve Rood will provide an update.

Discussion: Chairman Steve Rood thanks NEMA's Communications for the numerous eblast promoting the AGM. The Chairman also thanked EFC for their support. Regarding the Cvent registration for the AGM, he expressed appreciation for combining it with membership renewal as it is easier for him to have it on one bill and hopefully that will help with membership retention.

8.0 Voting Members Status of the Executive Committee for 2018-2019

3.2 The Council shall elect the President, the Treasurer, and the country Members-At-Large (See 4.1). The term of office shall span two successive Ordinary Council meetings. They may be re-elected for not more than two successive terms. Newly elected officers shall take office on the first day of the month following the Council meeting at which they were elected.

President: Mr. Julian Yarza will complete the first year of his first term following the conclusion of the 2018 AGM.

Treasurer: Mr. Leonard Letea will complete the first year of his first term following the conclusion of the 2018 AGM.

Member-at-Large:

CANADA: Mr. Donald Harris will complete the first year of his first term following the conclusion of the 2018 AGM.

Mexico: Mr. Jesus Martin Ricardez Barbera will complete the first year of his first term following the conclusion of the 2018 AGM.

United States: Ms. Svetlana Ulemek (Pro-tem) nomination to be presented to Council for approval at the 2018 AGM.

ACTION: To recommend the nomination of Ms. Svetlana Ulemek to Counsel for approval at its 2018 meeting.

Discussion: A motioned was made by Greg Steinman, seconded by Guy Benjamin, and

VOTED: To recommend the nomination of Ms. Svetlana Ulemek to Counsel for approval at its 2018 meeting.

9.0 AMBASADOR REPORT

9.1 IEC General Meeting

Luis Ivan Hernandez represented CANENA at the 81st IEC General Meeting in Vladivostok, Russia 9-13 October 2017.

9.2 Report from Ambassadors

CANADA noted that the CSA 2018 Electrical Code has been published.

10.0 SDO MATTERS

Not discussed.

11.0 COUNCIL REPORT

ACTION: Decide what items to report out to Council.

None.

12.0 FUTURE MEETING

Discussion: Concerns were raised that the May meeting is normally a 2-3 hour conference call but the agenda would support meeting for a full day, face-to-face meeting. An option was to break up the meeting into small segments that could be handled by conference call. To facilitate the discussion, the committee would need to have all the information available for the call so that concrete positions can be discussed during the call. The agenda should only have 2-3 items per meeting, with perhaps 3 conference calls. Each call should be for a half day or less.

ACTION: For the Secretary to issue a doodle poll to hold 3, ½ day conference calls in successive weeks during the month of May.

13.0 OTHER BUSINESS

ICONTEC – Colombia’s National Standards Organization

To note ICONTEC correspondence informing CANENA that the role of German Nava has change to Technical Director and Monica Vivas has taken over his previous role as Director of Standardization. A congratulatory message has been sent to each.



Icontec.pdf

14.0 ADJOURNMENT

The meeting adjourned at 4:30 pm.

Respectfully submitted,

Joel Solis
March 9, 2018

REVIEWED BY COUNSEL: 3/9/3018

Executive Committee Approval: 5/14/2018